

Disclosure Brochure

Month 31, 2014

THE PATTEN GROUP, INC.

a Registered Investment Adviser

This brochure provides information about the qualifications and business practices of The Patten Group, Inc. (hereinafter "The Patten Group" or the "Firm"). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed below. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC's website at www.adviserinfo.sec.gov. The Patten Group is an SEC registered investment adviser. Registration does not imply any level of skill or training.

832 Georgia Avenue, Suite 360, Chattanooga, TN 37415 | (423) 531-0360

Item 2. Material Changes

In this Item, The Patten Group is required to discuss any material changes that have been made to the brochure since the last annual amendment. The Patten Group was acquired by Z. Cartter Patten on DATE and therefore substantially all of the information contained within this brochure has been changed to accommodate the Firm's current business practices.

Item 3. Table of Contents

Item 1.	Cover Page	i
Item 2.	Material Changes	ii
Item 3.	Table of Contents	iii
Item 4.	Advisory Business	4
Item 5.	Fees and Compensation	6
Item 6.	Performance-Based Fees and Side-by-Side Management	7
Item 7.	Types of Clients.....	8
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss	8
Item 9.	Disciplinary Information.....	11
Item 10.	Other Financial Industry Activities and Affiliations	12
Item 11.	Code of Ethics	12
Item 12.	Brokerage Practices	13
Item 13.	Review of Accounts.....	16
Item 14.	Client Referrals and Other Compensation	16
Item 15.	Custody	17
Item 16.	Investment Discretion.....	17
Item 17.	Voting Client Securities	18
Item 18.	Financial Information	18

Item 4. Advisory Business

The Patten Group was acquired in March 2014 and is principally owned by Z. Cartter Patten. The Patten Group does not currently have any assets under management; however, the Firm reasonably expects to exceed \$100 million in assets under management within several months of the date this filing.

The Patten Group will offer clients a variety of advisory services, which include financial planning, consulting and investment management services. Prior to the rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with The Patten Group setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”). While this brochure generally describes the business of The Patten Group, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on The Patten Group’s behalf and is subject to the Firm’s supervision or control.

Financial Planning Services

The Patten Group will offer clients a comprehensive range of financial planning services addressing a variety of matters, which include:

- Business Planning
- Business Succession Planning
- Multi-Generational Wealth Transfer
- Employee Stock Ownership Plans
- Credit Sourcing
- College Funding
- Retirement Plan Design & Implementation
- Estate Planning
- Risk Management
- Charitable Giving & Philanthropy
- Family Office Services
- Tax Strategies

While each of these services is available on a stand-alone basis, certain of them may also be rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement. In performing these services, The Patten Group is not required to verify any information received from the client or from the client’s other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information.

Clients are advised that a conflict of interest exists if The Patten Group recommends they engage the Firm or its Supervised Persons to provide additional services. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by The Patten Group under a financial planning engagement or to engage the services of any such recommended professionals, including The Patten Group itself. Clients are advised that it remains their responsibility to promptly notify the Firm if there is ever any change in their financial situation or

investment objectives for the purpose of reviewing, evaluating or revising The Patten Group's previous recommendations and/or services.

Investment Management Services

The Patten Group will manage client investment portfolios on a discretionary or non-discretionary basis.

The Patten Group primarily allocates client assets among various mutual funds, exchange-traded funds ("ETFs"), individual debt and equity securities, options, and other asset classes, in accordance with the investment objectives of its individual clients. In addition, The Patten Group may also recommend that clients who qualify as accredited investors, as defined by Rule 501 of the Securities Act of 1933, invest in privately placed securities, which may include debt, equity and/or interests in pooled investment vehicles (e.g., hedge funds). Where appropriate, the Firm may also provide advice about any type of legacy position or other investment held in client portfolios.

Clients may also engage The Patten Group to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, The Patten Group directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

The Patten Group tailors its advisory services to meet the needs of its individual clients and continuously seeks to ensure that client portfolios are managed in a manner consistent with their specific investment profiles. The Patten Group consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other qualitative factors relevant to the management of their portfolios. Clients are advised to promptly notify The Patten Group if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if The Patten Group determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the firm's management efforts.

These investment advisory services do not include securities brokerage services as the Firm does not serve as the sponsor or manager to a wrap fee program (i.e., an arrangement where brokerage commissions and transaction costs are absorbed by the Firm). In order to provide greater fee transparency, these third-party costs are passed on and incurred directly by each individual advisory client.

Item 5. Fees and Compensation

The Patten Group offers its services on a fee basis, typically based upon assets under management or advisement. Other fee structures, such as hourly and/or fixed fees may also be utilized.

Investment Management Fees

The Patten Group provides investment management services for an annual fee based on the amount of assets under the Firm's management. This fee generally ranges from 50 – 100 basis points (0.50% – 1.00%) per annum, depending upon the size of a client's portfolio and the type of services rendered. This fee is prorated and charged quarterly in arrears, based upon the average daily balance or closing market value of a client's portfolio for the previous billing period.

For the initial term of an engagement, the fee is calculated on a *pro rata* basis. In the event the Advisory Agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding balance is charged or refunded to the client, as appropriate.

Financial Planning and Consulting Fees

The Patten Group may charge an hourly and/or fixed fee to provide clients with stand-alone financial planning or consulting services. These fees are negotiable and largely determined by the scope and complexity of a particular engagement and the professional (e.g., principal, associate or administrative personnel) responsible for rendering the underlying services. The Firm's fixed fees vary on a project-by-project basis and are usually based on a derivative of the estimated hourly time to be spent on an agreed upon engagement.

The specific terms and fee structure are negotiated in advance and set forth in the Advisory Agreement with The Patten Group. Generally, The Patten Group requires one-half of the financial planning or consulting fee payable upon execution of the Advisory Agreement and the balance due at the time the financial plan is delivered or the underlying services are rendered to completion, not to exceed six months. If the client engages The Patten Group for additional investment advisory services, The Patten Group may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Fee Discretion

The Patten Group, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and *pro bono* activities.

Additional Fees and Expenses

In addition to the advisory fees paid to The Patten Group, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Fee Debit

Clients generally provide The Patten Group, or another service provider acting on its behalf, with the authority to directly debit their accounts for payment of the Firm's investment advisory fees. The Financial Institutions that act as qualified custodian for client accounts have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to The Patten Group. Alternatively, clients may elect to have The Patten Group send them an invoice for direct payment.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to The Patten Group's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to The Patten Group, subject to the usual and customary securities settlement procedures. However, The Patten Group designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. The Patten Group may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Item 6. Performance-Based Fees and Side-by-Side Management

The Patten Group does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets)

Item 7. Types of Clients

The Patten Group provides its services to individuals, endowments, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

Minimum Account Requirements

The Patten Group generally imposes of \$2,000 minimum annual fee for starting and maintaining an ongoing advisory relationship. This minimum fee may have the effect of making The Patten Group's services cost prohibitive for clients with smaller investment portfolios. The Firm may, in its sole discretion, waive its minimum annual fee, based on certain criteria, such as anticipated future earning capacity, anticipated future assets, dollar amount of assets to be managed, related accounts, account composition, legacy relations, account retention and *pro bono* activities.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

The Patten Group generally utilizes a combination of largely fundamental and technical methods of analysis. Using these metrics, the Firm seeks to diversify client portfolios across multiple asset classes, in accordance with their individual investment goals, objectives, risk tolerance, time horizon and other relevant factors.

Fundamental analysis involves an evaluation of the fundamental financial condition and competitive position of a particular issuer or fund. For The Patten Group, this process typically involves an analysis of an issuer's management team, investment strategies, style drift, past performance, reputation and financial strength in relation to the asset class concentrations and risk exposures of the Firm's model asset allocations. As fundamental analysis necessitates an evaluation of the fundamental financial condition and competitive characteristics of an issuer or fund, The Patten Group may review information on specific issuers from a variety of sources including SEC filings, company disclosures, press releases and conference calls, third party research reports and industry reports. Due diligence on an issuer or fund generally includes combining fundamental analysis with analysis of macro or secular issues like demographic trends, economic and business cycles, and regulatory and political issues. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company or issuer may be good, evolving market, regulatory or political conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may

not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that The Patten Group will be able to accurately predict such a reoccurrence.

Risks of Loss

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear potential losses.

Market Risks

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of The Patten Group's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that The Patten Group will be able to predict those price movements accurately.

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Options

Options allow investors to buy or sell a security at a contracted strike price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge against potential losses or to speculate on the performance of the underlying securities. Option transactions involve inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase or decrease to the level of the respective strike price. Holders of option contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Use of Private Collective Investment Vehicles

The Patten Group may recommend that certain clients invest in privately placed collective investment vehicles (e.g., hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing.

Master Limited Partnerships (MLPs)

Master Limited Partnerships ("MLPs") are collective investment vehicles, the partnership interests of which are publicly traded on national securities exchanges. MLPs invest primarily in companies within the energy sector that engage in qualifying lines of business, such as natural resource production and mineral refinement. MLPs are therefore subject to the underlying volatility of the energy industry and may be adversely affected by changes to supply and demand, regional instability, currency spreads, inflation, and interest rate fluctuations, among other such factors. In addition, MLPs operate as pass-through tax entities, meaning that investors are liable for their *pro rata* share of the partnership taxes, regardless of the types of accounts where the interests of are held.

Real Estate Investment Trusts (REITs)

The Patten Group may recommend an investment in, or allocate assets among, various real estate investment trusts ("REITs"), the shares of which exist in the form of either publicly traded or privately placed securities. REITs are collective investment vehicles with portfolios comprised primarily of real estate and mortgage related holdings. Many REITs hold heavy concentrations of investments tied to commercial and/or residential developments, which inherently subject REIT investors to the risks associated with a downturn in the real estate market. Investments linked to certain regions that experience greater volatility in the local real estate market may give rise to large fluctuations in the value

of the vehicle's shares. Mortgage related holdings may give rise to additional concerns pertaining to interest rates, inflation, liquidity and counterparty risk.

Exchange-Traded Notes (ETNs)

The Patten Group may recommend an investment in, or allocate assets among, various exchange-traded notes ("ETNs"). ETNs are unsecured debt securities which are listed on securities exchanges and transacted at negotiated prices in the secondary market. ETNs are designed to track the performance of a corresponding benchmark. An ETN is essentially a contract between an issuer and the ETN holder, whereby the issuer, upon maturity, agrees to pay an amount relative to the returns of the underlying benchmark. In addition to the risks associated with the specific benchmark, ETN holders are also subject to various counterparty concerns. In this respect, the value of an ETN may be adversely impacted by a downgrade to the issuer's credit rating and/or an unwillingness or inability of the issuer to perform its contractual obligations.

Management Through Similarly Managed "Model" Accounts

The Patten Group manages accounts on a custom basis as well as through the use of similarly managed "model" portfolios, whereby the firm allocates all or a portion of its clients' assets among various mutual funds and/or securities on a discretionary basis using one or more of its proprietary investment strategies. The asset allocation is based on a comprehensive understanding of the client's return objectives and an assessment of risk tolerance. In managing assets through the use of models, the firm remains in compliance with the safe harbor provisions of Rule 3a-4 of the Investment Company Act of 1940.

The strategy used to manage a model portfolio may involve an above average portfolio turnover that could negatively impact clients' net after tax gains. While the firm seeks to ensure that clients' assets are managed in a manner consistent with their individual financial situations and investment objectives, securities transactions effected pursuant to a model investment strategy are usually done without regard to a client's individual tax ramifications. Clients should contact The Patten Group if they experience a change in their financial situation or if they want to impose reasonable restrictions on the management of their accounts.

Item 9. Disciplinary Information

The Patten Group has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Item 10. Other Financial Industry Activities and Affiliations

Association with Other Investment Advisers

Certain of the Firm's Supervised Persons will temporarily maintain their status as investment adviser representatives of an unaffiliated investment adviser for the purpose of facilitating the transition of client accounts over to The Patten Group. The Firm does not believe this arrangement will present any conflicts of interest for its advisory clients and will only exist during the initial transitional phase of The Patten Group's launch.

Relationship with Dynasty Financial Partners, LLC

The Patten Group maintains a business relationship with Dynasty Financial Partners, LLC ("Dynasty"), which provides the Firm with operational and back office support including access to a network of service providers. Through the Dynasty network of service providers, The Patten Group has access to trading technology, transition support, reporting, custody, brokerage, investments, compliance and other related services. The Firm may also engage and/or recommend Dynasty's subsidiary, Dynasty Wealth Management LLC, a registered investment adviser, to clients for certain outsourced investment services, such as separate account management, asset allocation strategies and externally managed investment programs. While The Patten Group believes this open architecture structure for both operational and investment services best serves the interests of its advisory clients, this relationship may potentially present certain conflicts of interest due to the fact that Dynasty retains a portion of the platform or other third party fees paid by the Firm or clients for the services referenced above. In light of the foregoing, The Patten Group seeks at all times to ensure that any material conflicts are addressed on a fully-disclosed basis and handled in a manner that is aligned with its clients' best interests. The Patten Group does not receive any portion of the fees paid directly to Dynasty, its affiliates or the service providers made available through Dynasty's platform. In addition, the Firm reviews all such relationships, including the service providers engaged through Dynasty, on an ongoing basis in an effort to ensure clients are receiving competitive rates in relation to the quality and scope of the services provided.

Item 11. Code of Ethics

The Patten Group has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. The Patten Group's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of equity ahead of clients taking advantage of advanced knowledge of pending orders. The Code of Ethics also requires certain of The Patten Group's personnel (called "Access Persons") to report their personal securities holdings and transactions and obtain pre-approval of certain investments (e.g., initial public offerings, limited offerings).

However, The Patten Group Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a manner consistent with the Firm's policies and procedures.

This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by Access Persons to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client where there may be a potential for conflict, no Access Person may effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household as the Access Person) a transaction in that security unless:

- The transaction has been completed;
- The transaction for the Access Person is completed as part of a batch trade (as defined below in Item 12) with clients; or
- A decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact The Patten Group to request a copy of its Code of Ethics.

Item 12. Brokerage Practices

The Patten Group generally recommends that clients utilize the custodial, brokerage and clearing services of Charles Schwab & Co., Inc. ("Schwab") and/or Pershing, LLC ("Pershing") for investment management accounts.

Factors which The Patten Group considers in recommending Schwab, Pershing or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Schwab or Pershing may enable The Patten Group to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Schwab or Pershing may be higher or lower than those charged by other Financial Institutions.

The commissions paid by The Patten Group's clients comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution

might charge to effect the same transaction where The Patten Group determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. The Patten Group seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other Financial Institutions with whom The Patten Group and the Financial Institutions have entered into agreements for prime brokerage clearing services. The Patten Group periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

The client may direct The Patten Group in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution, and the Firm will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by The Patten Group (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, The Patten Group may decline a client's request to direct brokerage if, in the Firm's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

Transactions for each client generally will be effected independently, unless The Patten Group decides to purchase or sell the same securities for several clients at approximately the same time. The Patten Group may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among The Patten Group's clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among The Patten Group's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that The Patten Group determines to aggregate client orders for the purchase or sale of securities, including securities in which The Patten Group's Supervised Persons may invest, the Firm generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. The Patten Group does not receive any additional compensation or remuneration as a result of the aggregation. In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line

with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, The Patten Group may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist The Patten Group in its investment decision-making process. Such research generally will be used to service all of the Firm's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because The Patten Group does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

The Patten Group may receive from Schwab or Pershing, without cost to The Patten Group, computer software and related systems support, which allow The Patten Group to better monitor client accounts maintained at Schwab or Pershing, respectively. The Patten Group may receive the software and related support without cost because The Patten Group renders investment management services to clients that maintain assets at Schwab or Pershing. The software and support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The software and related systems support may benefit The Patten Group, but not its clients directly. In fulfilling its duties to its clients, The Patten Group endeavors at all times to put the interests of its clients first. Clients should be aware, however, that The Patten Group's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence The Patten Group's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Specially, The Patten Group may receive the following benefits from Schwab through the Schwab Advisor Services Division or Pershing through its Pershing Advisor Solutions Division:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services institutional clients and participants;

- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

Item 13. Review of Accounts

Account Reviews

The Patten Group monitors the portfolios of its investment management clients as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom The Patten Group provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by the Firm’s principal and/or financial advisors. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with The Patten Group and to keep The Patten Group informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Account Statements and Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from The Patten Group and/or an outside service provider, which contain certain account and/or market-related information, such as asset allocations, holdings, cost bases and market values, purchases and sales, realized gains and losses and calculations of performance based on time weighted return. Clients should compare the account statements they receive from their custodian with those they receive from The Patten Group or an outside service provider. Financial planning and consulting reports may also be furnished on a case-by-case basis.

Item 14. Client Referrals and Other Compensation

Client Referrals

The Patten Group does not currently compensate any third-party solicitors for client referrals. However, if the Firm elects to do so, The Patten Group will ensure the arrangement is structured in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee is paid solely from The Patten Group’s investment management fee, and does not result in any additional charge to the client. If the client is introduced to The Patten Group by an unaffiliated solicitor, the solicitor provides the client with a copy of The Patten Group’s written

disclosure brochure which meets the requirements of Rule 204-3 of the Advisers Act and a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of The Patten Group discloses the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of The Patten Group's written disclosure brochure at the time of the solicitation.

Other Economic Benefits

In addition, The Patten Group is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12 above.

Item 15. Custody

The Patten Group is deemed to have a form of custody over a client's assets when it is authorized to directly debit a client's account for payment of the Firm's quarterly management fee. In accordance with applicable custody rules, the Financial Institutions recommended by The Patten Group have agreed to send statements to clients, not less than quarterly, indicating all amounts paid to The Patten Group and/or the Independent Managers engaged to manage their accounts.

As discussed in Item 13, The Patten Group and/or a third party vendor may also send periodic reports to clients. Clients are advised to carefully review the statements and confirmations sent directly by the Financial Institutions and to compare them with any reports received from The Patten Group or an outside service provider.

Item 16. Investment Discretion

The Patten Group is generally given the authority to exercise discretion on behalf of clients. The Patten Group is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. The Patten Group is given this authority through a power-of-attorney included in the Advisory Agreement between The Patten Group and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold).

Specifically, The Patten Group may take discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and

- The Independent Managers to be hired or fired.

Item 17. Voting Client Securities

The Patten Group generally does not accept the authority to vote client securities (i.e., proxies) on their behalves. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm with questions about proxies, class actions and other such solicitations.

Item 18. Financial Information

The Patten Group is not required to disclose any financial information pursuant to this Item due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.

THE PATTEN GROUP, INC.

Prepared by:



MARKETCOUNSEL®
The Adviser's Advisor®